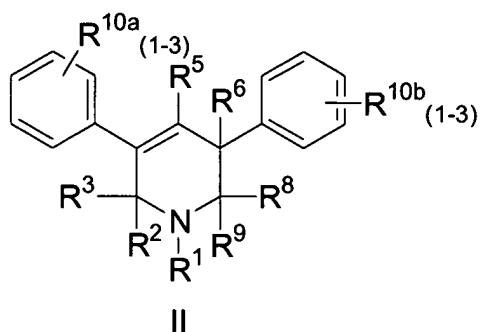


**In the claims:**

Please amend the claims as shown:

1. (cancelled)
2. (currently amended) ~~The A compound according to Claim 1,~~ as illustrated by Formula II:



wherein:

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

r is 0 or 1;

s is 0 or 1;

R<sup>1</sup> is selected from SO<sub>2</sub>C<sub>1</sub>-C<sub>10</sub> alkyl and (C=O)C<sub>1</sub>-C<sub>10</sub> alkyl, said alkyl is optionally substituted with one, two or three substituents selected from R<sup>10</sup>; and SO<sub>2</sub>NR<sup>c</sup>R<sup>c'</sup> and (C=O)NR<sup>c</sup>R<sup>c'</sup>;

R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup>, R<sup>8</sup> and R<sup>9</sup> are H;

R<sup>5</sup> is H;

R10 is:

- 1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl;
- 2) (C=O)<sub>a</sub>O<sub>b</sub>aryl;
- 3) C<sub>2</sub>-C<sub>10</sub> alkenyl;
- 4) C<sub>2</sub>-C<sub>10</sub> alkynyl;
- 5) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl;
- 6) CO<sub>2</sub>H;
- 7) halo;
- 8) CN;
- 9) OH;
- 10) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl;
- 11) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>11</sup>R<sup>12</sup>;
- 12) S(O)<sub>m</sub>R<sup>a</sup>;
- 13) S(O)<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>;
- 14) oxo;
- 15) CHO;
- 16) (N=O)R<sup>11</sup>R<sup>12</sup>; or
- 17) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R13;

R11 and R12 are independently selected from:

- 1) H;
- 2) (C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl;
- 3) (C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl;
- 4) (C=O)O<sub>b</sub>aryl;
- 5) (C=O)O<sub>b</sub>heterocyclyl;
- 6) C<sub>1</sub>-C<sub>10</sub> alkyl;
- 7) aryl;
- 8) C<sub>2</sub>-C<sub>10</sub> alkenyl;
- 9) C<sub>2</sub>-C<sub>10</sub> alkynyl;

- 10) heterocyclyl;
- 11) C<sub>3</sub>-C<sub>8</sub> cycloalkyl;
- 12) SO<sub>2</sub>R<sup>a</sup>;
- 13) (C=O)NR<sup>b</sup><sub>2</sub>;
- 14) oxo; and
- 15) OH;

said alkyl, cycloalkyl, aryl, heterocyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R<sup>13</sup>; or

R<sup>11</sup> and R<sup>12</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R<sup>13</sup>;

R<sup>13</sup> is selected from:

- 1) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>1</sub>-C<sub>10</sub>)alkyl;
- 2) O<sub>r</sub>(C<sub>1</sub>-C<sub>3</sub>)perfluoroalkyl;
- 3) (C<sub>0</sub>-C<sub>6</sub>)alkylene-S(O)<sub>m</sub>R<sup>a</sup>;
- 4) oxo;
- 5) OH;
- 6) halo;
- 7) CN;
- 8) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>2</sub>-C<sub>10</sub>)alkenyl;
- 9) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>2</sub>-C<sub>10</sub>)alkynyl;
- 10) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>3</sub>-C<sub>6</sub>)cycloalkyl;
- 11) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-aryl;
- 12) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-heterocyclyl;
- 13) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-N(R<sup>b</sup>)<sub>2</sub>;
- 14) C(O)R<sup>a</sup>;
- 15) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>R<sup>a</sup>;
- 16) C(O)H;

17) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>H;

18) C(O)N(R<sup>b</sup>)<sub>2</sub>;

19) S(O)<sub>m</sub>R<sup>a</sup>; and

20) S(O)<sub>2</sub>N(R<sup>b</sup>)<sub>2</sub>;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R<sup>b</sup>, OH, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halogen, CO<sub>2</sub>H, CN, O(C=O)C<sub>1</sub>-C<sub>6</sub> alkyl, oxo, and N(R<sup>b</sup>)<sub>2</sub>;

R<sup>a</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, aryl, or heterocyclyl;

said alkyl, cycloalkyl, aryl or heterocyclyl is optionally substituted with one or more substituents selected from R<sup>f</sup>;

R<sup>b</sup> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C=O)OC<sub>1</sub>-C<sub>6</sub> alkyl, (C=O)C<sub>1</sub>-C<sub>6</sub> alkyl or S(O)<sub>2</sub>R<sup>a</sup>;

said alkyl, cycloalkyl, aryl or heterocyclyl is optionally substituted with one or more substituents selected from R<sup>f</sup>;

R<sup>c</sup> and R<sup>c'</sup> are independently selected from: H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl and (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, optionally substituted with one, two or three substituents selected from R<sup>13</sup>, or

R<sup>c</sup> and R<sup>c'</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>13</sup>;

R<sup>d</sup> and R<sup>d'</sup> are independently selected from: (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy and NR<sup>b</sup><sub>2</sub>, or

R<sup>d</sup> and R<sup>d'</sup> can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 4-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR<sup>e</sup>, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>13</sup>;

R<sup>e</sup> is selected from: H and (C<sub>1</sub>-C<sub>6</sub>)alkyl;

R<sup>f</sup> is selected from: heterocyclyl, amino substituted heterocyclyl, (C<sub>1</sub>-C<sub>6</sub>)alkyl, amino (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkyl amino, hydroxy (C<sub>1</sub>-C<sub>6</sub>)alkyl, OH and NH<sub>2</sub>; and

R<sup>10a</sup> and R<sup>10b</sup> are independently selected from:

- 1) H;
- 2) C<sub>1</sub>-C<sub>10</sub> alkyl;
- 3) C<sub>2</sub>-C<sub>10</sub> alkenyl;
- 4) C<sub>2</sub>-C<sub>10</sub> alkynyl;
- 5) OH;
- 6) CN;
- 7) halo;
- 8) CHO;
- 9) CO<sub>2</sub>H;
- 10) (C<sub>1</sub>-C<sub>6</sub>)alkyl amino; and
- 11) (C<sub>1</sub>-C<sub>6</sub>)alkyl hydroxy;

and all other substituents and variables are as defined in Claim 1;

or a pharmaceutically acceptable salt or stereoisomer thereof.

3. (cancelled)

4. (cancelled)

5. (cancelled)

6. (original) A compound selected from:

5-(2,5-difluorophenyl)-N,N-dimethyl-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

1-acetyl-5-(2,5-difluorophenyl)-3-phenyl-1,2,3,6-tetrahydropyridine;

5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridine-1(2*H*)-carboxamide;

5-(2,5-difluorophenyl)-*N,N*-dimethyl-3-phenyl-3,6-dihydropyridine-1(2*H*)-sulfonamide;

(1*S*)-1-cyclopropyl-2-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2*H*)-yl]-2-oxoethanamine;

5-(2,5-difluorophenyl)-*N*-methyl-*N*-(1-methylpiperidin-4-yl)-3-phenyl-3,6-dihydropyridine-1(2*H*)-carboxamide;

5-(2,5-difluorophenyl)-*N*-[2-(dimethylamino)ethyl]-*N*-methyl-3-phenyl-3,6-dihydropyridine-1(2*H*)-carboxamide

5-(2,5-difluorophenyl)-3-phenyl-1-(pyrrolidin-1-ylcarbonyl)-1,2,3,6-tetrahydropyridine

5-(2,5-difluorophenyl)-*N*-(2-hydroxyethyl)-*N*-methyl-3-phenyl-3,6-dihydropyridine-1(2*H*)-carboxamide

5-(2,5-difluorophenyl)-1-(2,2-dimethylpropanoyl)-3-phenyl-1,2,3,6-tetrahydropyridine

4- {[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2*H*)-yl]carbonyl}morpholine

4- {[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2*H*)-yl]acetyl}morpholine

2-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2*H*)-yl]-*N,N*-dimethylacetamide

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2*H*)-yl]-2-methyl-1-oxopropan-2-ol

*N*-tert-butyloxycarbonyl-1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2*H*)-yl]-1-oxopropan-2-amine

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2*H*)-yl]-2-methyl-1-oxopropan-2-amine

3-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2*H*)-yl]-3-oxopropan-1-amine

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2*H*)-yl]-1-oxopropan-2-amine

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (original) A compound selected from:

2-[[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]carbonyl](methylamino)-*N,N*-dimethylethanaminium trifluoroacetate

5-(2,5-difluorophenyl)-1-[2-(dimethylamino)-2-oxoethyl]-3-phenyl-1,2,3,6-tetrahydropyridinium trifluoroacetate

5-(2,5-difluorophenyl)-1-[2-(dimethylamino)-2-oxoethyl]-3-phenyl-1,2,3,6-tetrahydropyridinium trifluoroacetate

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-2-methyl-1-oxopropan-2-aminium trifluoroacetate

3-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-3-oxopropan-1-aminium trifluoroacetate and

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-1-oxopropan-2-aminium trifluoroacetate.

8. (original) The compound according to Claim 6 which is selected from:

5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

9. (currently amended) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 4 2.

10. (withdrawn/currently amended) A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 4 2.

11. (currently amended) A pharmaceutical composition made by combining the compound of Claim 1 2 and a pharmaceutically acceptable carrier.

12. (cancelled)

13. (original) The composition of Claim 11 further comprising a second compound selected from: an estrogen receptor modulator, an androgen receptor modulator, a retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease inhibitor, a reverse transcriptase inhibitor, an angiogenesis inhibitor, a PPAR- $\gamma$  agonist, a PPAR- $\delta$  agonist; an inhibitor of cell proliferation and survival signaling, an agent that interferes with a cell cycle checkpoint, and an apoptosis inducing agent.

14. (original) The composition of Claim 13, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP (matrix metalloprotease) inhibitor, an integrin blocker, interferon- $\alpha$ , interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-chloroacetyl-carbonyl)-fumagillol, thalidomide, angiostatin, troponin-1, or an antibody to VEGF.

15. (original) The composition of Claim 13, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.

16. (cancelled)

17. (withdrawn/currently amended) A The method of treating or preventing cancer according to Claim 10 which further comprises administering a second compound selected from: an estrogen receptor modulator, an androgen receptor modulator, retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease inhibitor, a reverse transcriptase inhibitor, an angiogenesis inhibitor, a PPAR- $\gamma$  agonists, a PPAR- $\delta$  agonist, an inhibitor of



inherent multidrug resistance, an anti-emetic agent, an agent useful in the treatment of anemia, an agent useful in the treatment of neutropenia, an immunologic-enhancing drug, an inhibitor of cell proliferation and survival signaling, an agent that interferes with a cell cycle checkpoint, and an apoptosis inducing agent.

18. (cancelled)

19. (withdrawn/currently amended) A The method of treating or preventing cancer according to Claim 17 ~~which comprises administering a therapeutically effective amount of a compound of Claim 1 and~~ wherein the second compound is paclitaxel or trastuzumab.

20. (cancelled)